



DEPARTMENT OF ENERGY

Cameron LNG, LLC	[Docket No. 11-145-LNG]
Cameron LNG, LLC	[Docket No. 11-162-LNG]
Cameron LNG, LLC	[Docket No. 14-204-LNG]
Cameron LNG, LLC	[Docket No. 15-36-LNG]
Cameron LNG, LLC	[Docket No. 15-67-LNG]
Cameron LNG, LLC	[Docket No. 15-90-LNG]
Ecogas Mexico, S. de R.L. de C.V.	[Docket No. 21-50-NG]
ECA Liquefaction, S. de R.L. de C.V.	[Docket No. 18-144-LNG]
Energía Costa Azul, S. de R.L. de C.V.	[Docket No. 18-145-LNG]
Port Arthur LNG, LLC	[Docket No. 15-53-LNG]
Port Arthur LNG, LLC	[Docket No. 15-96-LNG]
Port Arthur LNG, LLC	[Docket No. 18-162-LNG]
Port Arthur LNG Phase II, LLC	[Docket No. 20-23-LNG]
Sempra Gas & Power Marketing, LLC	[Docket No. 20-43-NG]
Sempra LNG International, LLC	[Docket No. 21-83-NG]
Sempra LNG Marketing, LLC	[Docket No. 20-52-LNG]
Termoelectrica de Mexicali, S. de R.L. de C.V.	[Docket No. 20-145-NG]
Vista Pacifico LNG, S.A.P.I de C.V.	[Docket No. 20-153-LNG]

Change in Control

AGENCY: Office of Fossil Energy and Carbon Management, Department of Energy.

ACTION: Notice of change in control.

SUMMARY: The Office of Fossil Energy and Carbon Management (FECM) (formerly the Office of Fossil Energy) of the Department of Energy (DOE) gives notice of receipt of a Statement of Change in Control (Statement) filed jointly on February 22, 2022, by the following entities: Cameron LNG, LLC; Ecogas Mexico, S. de R.L. de C.V.; ECA Liquefaction, S. de R.L. de C.V.; Energía Costa Azul, S. de R.L. de C.V.; Port Arthur LNG, LLC; Port Arthur LNG Phase II, LLC; Sempra Gas & Power Marketing, LLC; Sempra LNG International, LLC; Sempra LNG Marketing, LLC; Termoelectrica de Mexicali, S. de R.L. de C.V.; and Vista Pacifico LNG, S.A.P.I de C.V. (collectively, Authorization Holders) in the above-referenced dockets. The Authorization Holders are all affiliates of Sempra Energy and KKR Pinnacle Investor, L.P. (KKR Pinnacle), a subsidiary of KKR & Co. Inc. The Statement describes a change in the Authorization Holders' upstream ownership. The Statement was filed under the Natural Gas Act (NGA).

DATES: Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed electronically as detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, **[INSERT DATE 15 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]**.

ADDRESSES:

Electronic Filing by email:

fergas@hq.doe.gov

Although DOE has routinely accepted public comment submissions through a variety of mechanisms, including postal mail and hand delivery/courier, the Department has found it necessary to make temporary modifications to the comment submission process in light of the ongoing Covid-19 pandemic. DOE is currently accepting only electronic submissions at this time. If a commenter finds that this change poses an undue hardship, please contact Office of Resource Sustainability staff at (202) 586-4749 or (202) 586-7893 to discuss the need for alternative arrangements. Once the Covid-19 pandemic health emergency is resolved, DOE anticipates resuming all of its regular options for public comment submission, including postal mail and hand delivery/courier.

FOR FURTHER INFORMATION CONTACT:

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SUPPLEMENTARY INFORMATION:

Summary of Change in Control

The Authorization Holders state that the ownership change described in the Statement is the result of the acquisition (Transaction) by Black Silverback ZC 2022 LP (Black Silverback), a wholly owned indirect subsidiary of the Abu Dhabi Investment Authority (ADIA) (collectively, Buyer), of a non-controlling 10% interest in the equity of Sempra Infrastructure Partners, LP (SI Partners).¹ As set forth in the Statement, SI Partners is an upstream owner of the Authorization Holders.

The Authorization Holders further state that, at the time of the closing of the Transaction, Sempra Energy will continue to maintain control of SI Partners as the 70% majority owner, with Buyer having certain customary minority protections. As shown in Appendix B to the Statement (Post-Transaction Organizational Structure), KKR Pinnacle will retain its 20% non-controlling equity interest in SI Partners. The Authorization Holders state that Sempra Energy and the other partners of SI Partners will enter into a second amended and restated agreement of limited partnership of SI Partners, which will govern Sempra Energy's and SI Partners' minority owners' respective rights and obligations with respect to their ownership of SI Partners.

Additional details can be found in the Statement, posted on the DOE website at:

https://www.energy.gov/sites/default/files/2022-02/Cameron%20LNG%20LLC%20et%20al.%20-%20Change%20in%20Control%20Filing_.pdf

DOE Evaluation

DOE will review the Statement in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).²

¹ The Authorization Holders state that ADIA is an independent investment institution established by the Emirate of Abu Dhabi, United Arab Emirates. Accordingly, the described change in control may also require the approval of the Committee on Foreign Investment in the United States (CFIUS). DOE expresses no opinion regarding the need for review by CFIUS. Additional information may be obtained at: <https://home.treasury.gov/policy-issues/international/the-committee-on-foreign-investment-in-the-united-states-cfius>.

² 79 FR 65541 (Nov. 5, 2014).

Consistent with the CIC Procedures, this notice addresses the Authorization Holders' various existing authorizations to export LNG to non-free trade agreement (non-FTA) countries, as identified in the Statement.³ If no interested person protests the change in control and DOE takes no action on its own motion, the proposed change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, DOE will review any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorizations inconsistent with the public interest.

³ The Authorization Holders' Statement also applies to: (1) their various existing authorizations to export LNG to FTA countries, and (2) their various pending applications to export LNG to non-FTA countries, both as identified in the Statement. DOE will respond to those portions of the Statement separately pursuant to the CIC Procedures, 79 FR 65542.

Public Comment Procedures

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* to move to intervene, protest, and answer the Authorization Holders' Statement.⁴ Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in the Statement. All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590.

As noted, DOE is only accepting electronic submissions at this time. Please email the filing to fergas@hq.doe.gov. All filings must include a reference to "Docket Nos. 11-145-LNG, *et al.*" in the title line, or "Cameron LNG, LLC, *et al.* Change in Control" in the title line.

PLEASE NOTE: Please include all related documents and attachments (e.g., exhibits) in the original email correspondence. Please do not include any active hyperlinks or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner. Any hardcopy filing submitted greater in length than 50 pages must also include, at the time of the filing, a digital copy on disk of the entire submission.

The Authorization Holders' Statement, and any filed protests, motions to intervene, notices of intervention, and comments will be available electronically by going to the following DOE Web address: <https://www.energy.gov/fecm/regulation>.

⁴ Intervention, if granted, would constitute intervention only in the change in control portion of these proceedings, as described herein.

Signed in Washington, D.C., on March 29, 2022.

Amy R. Sweeney,

Director, Office of Regulation, Analysis, and Engagement,

Office of Resource Sustainability.

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